

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; BMG MUSIC;
CAPITOL RECORDS, INC.; ELEKTRA
ENTERTAINMENT GROUP INC.; INTERSCOPE
RECORDS; LAFACE RECORDS LLC; MOTOWN
RECORD COMPANY, L.P.; PRIORITY
RECORDS LLC; SONY BMG MUSIC
ENTERTAINMENT; UMG RECORDINGS, INC.;
VIRGIN RECORDS AMERICA, INC.; and
WARNER BROS. RECORDS INC.,

Plaintiffs,

v.

LIME WIRE LLC; LIME GROUP LLC; MARK
GORTON; GREG BILDSON; and M.J.G. LIME
WIRE FAMILY LIMITED PARTNERSHIP,

Defendants.

Case No. 06 CV 5936 (KMW)

ECF Case

**DECLARATION OF
FRANCIS KIM**

SUBJECT TO PROTECTIVE ORDER
FILED UNDER SEAL

I, Francis Kim, the undersigned, hereby declare:

1. I am over twenty-one (21) years of age and am of sound mind. I have personal knowledge of the facts stated herein, I am competent to testify thereto, and if called to testify, I could and would testify to the following.

2. I am currently Vice President of Strategy and Business Development at Lime Wire LLC ("Lime Wire"). I have held this position since April 1, 2010. I have been an employee of Lime Wire since July 1, 2008, when I was hired as a Business Development Manager.

3. Lime Wire is a distribution partner of Vodo.net, and thus helps make independent video content available for free online distribution. Vodo.net is a United Kingdom-based distributor of free video content from creators who want to share their work. As a Vodo.net distribution partner, Lime Wire has been asked to promote one such piece of content or video per month by advertising it on the LimeWire software homepage and by providing a link to the .torrent file for the film. Lime Wire and Vodo.net engaged in a partnership in or about January,

2010, and Lime Wire's first promotional effort with Vodo.net launched on June 16, 2010, promoting and offering for free online download an independent video entitled "Pioneer One."

4. Artists increasingly use the LimeWire software as the venue to promote material such as DVDs. For example, in August 2009 Lime Wire partnered with Quincy Jones III, on behalf of ehustle, for promotion of a DVD about the hip-hop/rap artist Lil Wayne entitled "The Carter." Lime Wire promoted this DVD on the home page of the LimeWire software. Specifically, the LimeWire software home page displayed a promotion with a link to a free trailer and a special offer for the DVD. The promotion ran intermittently from November 2009 to January 2010. During the time the DVD was promoted, users clicked the promotional link approximately 160,000 times.

I HEREBY DECLARE and certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration was executed this 18 day of June 2010 in New York, New York.

A handwritten signature in black ink, appearing to read "Francis", is written over a horizontal line.